

The Honorable Marsha J. Pechman

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

ASTUTE IMAGING LLC, a Delaware limited
liability company,

Plaintiff,

vs.

SHOULDER INNOVATIONS INC., a
Delaware corporation; GENESIS
INNOVATION GROUP, LLC, a Delaware
limited liability company; and GENESIS
SOFTWARE INNOVATION, LLC, a
Michigan limited liability company,

Defendants.

NO. 2:23-cv-01097-MJP

DECLARATION OF NATHAN
ESTRUTH, GENESIS SOFTWARE
INNOVATION, LLC, IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS
UNDER FRCP 12(b)(2), 12(b)(3), 12(b)(6)

Nathan Estruth declares:

1. I am the Chairman for Genesis Software Innovations, LLC ("GSI"), a defendant in this action and I have personal knowledge of the facts stated in this declaration and am competent to testify to those facts.

2. GSI is a limited liability company organized under the laws of the state of Michigan on January 24, 2019. It has a principal place of business in Grand Rapids, Michigan. GSI was formed with the purpose of developing innovative and integrated software tools, focused on surgical centers in the orthopedic space.

1 3. GSI developed, markets and sells a software service that allows surgeons to preview
2 surgical procedures that they plan to perform in advance of the day of surgery. The software is
3 presently limited to shoulder surgeons. Without any prior knowledge of Plaintiff, we named
4 the software after what it does: PREVIEW.

5 4. GSI has made no sales of its PREVIEW software in the state of Washington.

6 5. GSI has no business operations, offices, retail outlets, or comparable facilities in the
7 state of Washington. It has no physical presence in the state of Washington. It is not registered
8 or otherwise qualified to conduct business in the state of Washington, has no registered
9 agents, employees, representatives, or independent contractors residing or domiciled in the
10 state of Washington; nor has GSI contracted with persons residing in the state of Washington
11 to act on its behalf with respect to marketing, distributing, or servicing any of GSI's services
12 or products.

13 6. GSI does not have any subsidiaries incorporated or otherwise qualified to do business
14 in the state of Washington.

15 7. GSI does not maintain any physical presence, tangible, personal, or real property or
16 assets in the state of Washington. It does not have telephone listings, mailing addresses or
17 bank accounts in the state of Washington.

18 8. GSI has no clients, customers, nor has GSI executed any sales in the state of
19 Washington, nor has GSI sold any goods or services into the state of Washington.

20 9. No meetings of GSI's members, managers, or directors have been in the state of
21 Washington and none of its members, managers, or directors has attended business
22 conferences or conducted business on GSI's behalf within the state of Washington.

1 10. GSI does not direct any of its advertising specifically towards the state of Washington
2 or its residents, nor does it advertise in any publications or solicit sales that are directed
3 primarily towards the state of Washington or its residents.

4 11. The only contact that GSI has with the state of Washington is that it maintains an
5 internet website, <https://genesisssoftwareinnovations.com/>. No sales or transactions are
6 consummated through this website.

7 12. The acts or omissions for which GSI is sought to be held liable in this action all
8 occurred outside the state of Washington.

9 13. Having to defend this action in the state of Washington would be burdensome to GSI
10 because all of GSI's directors, managers, and members reside outside the state of Washington.
11 The records, documents, books, records, and any witnesses pertaining to this matter are also
12 located outside the state of Washington.

13 I declare under the penalty of perjury that the foregoing is true and correct.

14
15 Executed on: [date] 10/17/23 at [city and state] Cincinnati, Ohio

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17 /s/ 